

Division of Corporations

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE POLICE ATHLETIC LEAGUE AND CHARTER  
SCHOOLS OF MANATEE COUNTY, INC.**

I, the undersigned, hereby amend and restate the AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE POLICE ATHLETIC LEAGUE AND CHARTER SCHOOLS OF MANATEE COUNTY, INC., and make, subscribe, acknowledge and file these Second Amended and Restated Articles of Incorporation (these "Articles") with the Secretary of State of the State of Florida in accordance with Chapter 617 Florida Statutes, as now in force or hereafter amended.

**ARTICLE I  
NAME CHANGE, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall hereafter be changed to **THE PAL ACADEMY CHARTER SCHOOLS OF MANATEE COUNTY, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is 202 13<sup>th</sup> Avenue East, Bradenton, Florida 34208. The street address of the Corporation's registered agent is 442 Old Main Street, Bradenton, Florida 34205, and the name of the Corporation's registered agent is Layon F. Robinson, Esq. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

The general objective and purpose of this Corporation shall be:

(1) The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

(2) To provide an alternative educational program for students with different learning styles, with an emphasis placed on the physical, emotional, social and intellectual development of each learner, to empower them to achieve the highest level of academic excellence and success.

(3) To maintain a ratio of teachers to students less than or equal to one (1) to twenty (20).

(4) To promote the philosophy that all children can learn and become successful and productive members of society, and provide a multi-age, interdisciplinary, developmentally-appropriate curriculum, that embraces real-life learning, and experiences.

(5) To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

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(6) To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

(7) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

(8) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

### **ARTICLE III TERM OF EXISTENCE**

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

### **ARTICLE IV NAME AND ADDRESS OF ORIGINAL INCORPORATOR**

The name and address of the original incorporator to the original Articles of Incorporation is: Walter Presha, P.O. Box 106, Parrish, Florida 34219.

### **ARTICLE V DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, five (5) of the then elected Board of Directors shall constitute a quorum.

### **ARTICLE VI NAMES OF DIRECTORS AND OFFICERS**

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

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Walter Presha	P.O. Box 106 Parrish, Florida 34219
Gary Lowe	1115 10 <sup>th</sup> Street West Palmetto, Florida 34221
Virgil Mills, M.D.	3304 7 <sup>th</sup> Street Circle West Palmetto, Florida 34221
Layon F. Robinson, Esq.	442 Old Main Street Bradenton, Florida 34209
Joe Miller	2017 91 <sup>st</sup> Street Northwest Bradenton, Florida 34209
William Dixon	600 U.S. Highway 301 Boulevard West Bradenton, Florida 34205
George VanBuren, M.D.	712 35 <sup>th</sup> Street West Bradenton, Florida 34205
Jeff Lewis	100 10 <sup>th</sup> Street West Bradenton, Florida 34203
Joe Fenton	6914 24 <sup>th</sup> Avenue East Bradenton, Florida 34298

The names of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

Walter Presha	President
Layon F. Robinson, Esq.	Vice President
Layon F. Robinson, Esq.	Treasurer
Joe Miller	Secretary

#### ARTICLE VII AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the two-thirds (2/3) vote of all of members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made

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which would alter the intention and purposes expressed in **Article II** or which would conflict with the provisions of **Article VIII** and **Article IX** of these Articles of Incorporation.

### **ARTICLE VIII RESTRICTIONS**

Notwithstanding any other Article of these Second Amended and Restated Articles of Incorporation, the Corporation:

(1) Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(2) Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(3) Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(4) Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

(5) Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

### **ARTICLE IX DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE X INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation (including, without limitation, the Honorary Administrative Director) or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

## ARTICLE XI AUTHORIZATION

The foregoing Second Amended and Restated Articles of Incorporation were approved and ratified by a majority vote of the Directors at a duly called meeting of the Directors held on June 29, 2009, at which meeting a quorum was present in accordance with Section 617.1002 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Articles of Incorporation in accordance with Chapter 617, Florida Statutes. There are no members or members entitled to vote on the amendment(s).

  
Walter Presha, President

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Layon F. Robinson, Esq.